



Patrick B. Loftus  
Assistant General Counsel

**RAILBOX COMPANY**

101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

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November 12, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO.

11370-G  
FILED

NOV 19 '99

3-00PM

Dear Mr. Williams:

Railbox Company Lease 12B

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a release and termination statement, a "secondary document", dated as of January 1, 1999. The primary document to which this is related is the Conditional Sale Agreement dated as of December 1, 1979, filed with the Interstate Commerce Commission and assigned recordation number 11370. This document also relates to a secondary document, the Agreement and Assignment dated as of December 1, 1979, filed with the Interstate Commerce Commission and assigned recordation number 11370-A.

The names and addresses of the parties to the primary document are as follows:

Vendee, trustee

First Security Bank, National Association  
(formerly known as First Security Bank of Utah, National Association)  
79 South Main Street  
Salt Lake City, Utah 84111

Original assignee, agent

Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza  
Baltimore, Maryland 21203

November 12, 1999

Successor assignee, agent

The Bank of New York  
101 Barclay Street  
New York, New York 10286

This document also relates to another secondary document, the Assignment of Lease and Agreement dated as of December 1, 1979, filed with the Interstate Commerce Commission and assigned recordation number 11370-C.

Lessee

Railbox Company  
101 North Wacker Drive  
Chicago, Illinois 60606.

Lessor, assignor, trustee

First Security Bank, National Association  
(formerly known as First Security Bank of Utah, National Association)  
79 South Main Street  
Salt Lake City, Utah 84111

Original assignee, agent

Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza  
Baltimore, Maryland 21203

Successor assignee, agent

The Bank of New York  
101 Barclay Street  
New York, New York 10286

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Release and Termination Statement dated as of January 1, 1999, by The Bank of New York, successor to Mercantile-Safe Deposit and Trust Company, as agent, terminating the following agreements:

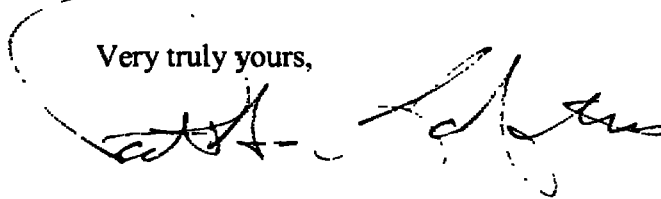
November 12, 1999

Conditional Sale Agreement dated as of December 1, 1979, among First Security Bank of Utah, N.A., as Owner-Trustee, and Pullman Incorporated, ACF Industries, Incorporated, and Paccar Inc., and Agreement and Assignment dated as of December 1, 1979, among Pullman Incorporated, ACF Industries, Incorporated, and Paccar Inc., and Mercantile-Safe Deposit and Trust Company, as agent, recorded with the Interstate Commerce Commission on January 15, 1980, and assigned recordation numbers 11370 and 11370-A, respectively; and

Assignment of Lease and Agreement dated as of December 1, 1979, between First Security Bank of Utah, N.A., as Owner-Trustee, and Mercantile-Safe Deposit and Trust Company, as agent, recorded with the Interstate Commerce Commission on January 15, 1980, and assigned recordation number 11370-C.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in dark ink, appearing to be "C. H. [unclear]", is written over a faint, circular, dotted line that serves as a placeholder for a stamp or seal.

11370-G

RELEASE AND TERMINATION STATEMENT  
CONDITIONAL SALE AGREEMENT  
LEASE 12B

RELEASE AND TERMINATION STATEMENT dated as of January 1, 1999, by THE BANK OF NEW YORK, a New York banking corporation, not in its individual capacity but solely as agent (hereinafter called the **Agent**) for certain investors pursuant to the **Finance Agreement** (hereinafter so called) dated as of December 1, 1979, among Mercantile-Safe Deposit and Trust Company (predecessor to The Bank of New York as such agent), First Security Bank of Utah, N.A., as trustee (hereinafter called the **Owner Trustee**), and the Investors named in Schedule A thereto.

WHEREAS the Owner Trustee is the vendee and Pullman Incorporated, ACF Industries, Incorporated, and Paccar Inc. are the vendors of certain railroad equipment under that certain **Conditional Sale Agreement** (hereinafter so called) of even date with the Finance Agreement;

WHEREAS the said vendors have assigned the indebtedness of the Owner Trustee under the Conditional Sale Agreement to Mercantile-Safe Deposit and Trust Company, acting as agent under the Finance Agreement, pursuant to an **Agreement and Assignment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Conditional Sale Agreement and the Agreement and Assignment have been filed and recorded with the Interstate Commerce Commission and assigned recordation numbers 11370 and 11370-A, respectively;

WHEREAS the Owner Trustee has leased the equipment covered by the Conditional Sale Agreement and the Agreement and Assignment to Railbox Company pursuant to the **Lease of Railroad Equipment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Owner Trustee has assigned certain obligations of Railbox Company under the Lease of Railroad Equipment to Mercantile-Safe Deposit and Trust Company, acting as agent under the Finance Agreement, pursuant to an **Assignment of Lease and Agreement** (hereinafter so called) of even date with the Lease of Railroad Equipment;

WHEREAS the Assignment of Lease and Agreement has been filed and recorded with the Interstate Commerce Commission and assigned recordation number 11370-C;

WHEREAS pursuant to the **Stock Pledge Agreement** (hereinafter so called) dated as of January 1, 1984, by and between Trailer Train Company and Mercantile-Safe Deposit and Trust Company, as

Lender Trustee, as agent for the Agent and certain other trustees and agents, Trailer Train Company pledged to Mercantile-Safe Deposit and Trust Company, as Lender Trustee, all of the issued and outstanding capital stock of Railbox Company; and

WHEREAS The Bank of New York has succeeded Mercantile-Safe Deposit Trust Company as Agent under the Finance Agreement and, in such capacity, as assignee under the Agreement and Assignment and the Assignment of Lease and Agreement, and as Lender Trustee under the Stock Pledge Agreement.

NOW, THEREFORE, the Agent does hereby declare all amounts due pursuant to the Conditional Sale Agreement fully paid, does hereby release to the Owner Trustee all of its interests in the units of equipment subject to the Conditional Sale Agreement and all of its interests in and to the Lease, and does hereby release the Agent's interests in the securities pledged under and pursuant to the Stock Pledge Agreement.

The Agent agrees to execute and deliver such releases, termination statements and other instruments of further assurance, prepared by Railbox Company, to show for the public record the release and termination of interests contemplated hereby.

IN WITNESS WHEREOF, the Agent has caused this release and termination statement to be executed by its officer thereunto duly authorized as of the date first above written.

THE BANK OF NEW YORK, not in its individual capacity but solely as Agent,

by Thomas B. Zakrzewski.....

STATE OF NEW YORK )

COUNTY OF NEW YORK )

On this 12<sup>th</sup> day of January, 1999, before me personally appeared Thomas Zakrzewski, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE BANK OF NEW YORK, that the foregoing instrument was signed on behalf of said bank on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

William J. Cassels  
Notary Public

[Notarial Seal]  
My commission expires

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 2000